

# **GREENLAND RESOURCES INC.**

# MANAGEMENT'S DISCUSSION AND ANALYSIS

# FOR THE THREE AND NINE MONTHS ENDED

**DECEMBER 31, 2014** 



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# MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE THREE AND NINE MONTHS ENDED DECEMBER 31, 2014

This Management Discussion and Analysis ("MD&A") should be read in conjunction with the unaudited condensed interim consolidated financial statements of Greenland Resources Inc. (the "Corporation") for the three and nine months ended December 31, 2014 (the "quarter" or the "period") and the related notes. The Corporation's reporting currency is the Canadian dollar and all amounts in this MD&A are expressed in Canadian dollars. The Corporation reports its financial position, results of operations and cash-flows in accordance with International Financial Reporting Standards ("IFRS"). This MD&A is made as of February 26, 2015.

For further details, please refer to the Corporation web site (www.greenlandresources.ca) as well as the Canadian regulatory filings on SEDAR at www.sedar.com.

# CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

Except for statements of historical fact relating to the Corporation, certain information contained in this MD&A constitutes "forward-looking information" under Canadian securities legislation. Forward-looking information includes, but is not limited to, statements with respect to the potential of the Corporation's properties; the future prices of base and precious metals; success of exploration activities; cost and timing of future exploration and development; the estimation of mineral reserves and mineral resources; conclusions of economic evaluations; requirements for additional capital; and other statements relating to the financial and business prospects of the Corporation. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, and is inherently subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Corporation to be materially different from those expressed or implied by such forward-looking information, including but not limited to risks related to: unexpected events and delays during permitting; the possibility that future exploration results will not be consistent with the Corporation's expectations; timing and availability of external financing on acceptable terms and in light of the current decline in global liquidity and credit availability; future prices of precious metals; currency exchange rates; government regulation of mining operations; failure of equipment or processes to operate as anticipated; risks inherent in precious metals exploration and development including environmental hazards, industrial accidents, unusual or unexpected geological formations; and uncertain political and economic environments. Although management of the Corporation has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The Corporation does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

#### **DESCRIPTION OF THE BUSINESS**

The Corporation is a junior resource company focused on the acquisition, exploration and development of the Storø Gold Project, a gold exploration project located on the Island of Storø in the Nuukfjord area, roughly 40 km northeast of Greenland's capital city Nuuk, southwest Greenland.

The Corporation is a reporting issuer in the Province of Ontario. The common shares of the Corporation do not trade on any stock exchange or market quotation system. As at the date of this MD&A, the Corporation had 35,225,000 common shares issued and outstanding and 250,000 shares subject to issuance pursuant to a non-assignable agent's warrant. See "Liquidity and Capital Resources".

On June 9, 2014, the Corporation acquired 100% of the issued and outstanding shares of Copenhagen Minerals Inc. ("CMI"), a privately-held Ontario company, in exchange for the issuance of 16,650,000 common shares. Pursuant to this transaction, the Corporation acquired the Storø Gold Project, and CMI's management team assumed management of the Corporation. This transaction constituted a change of business, resulting in the Corporation becoming a mineral exploration company. See "Change of Business".

On August 28, 2014, the Corporation closed the first tranche of a private placement financing for total proceeds of \$1,000,000 through the sale 6,666,667 common shares at a price of \$0.15 per share. Share issue costs of \$5,167 were recognized in conjunction with this financing.

On October 14, 2014, the Corporation closed the second tranche of the private placement financing for total proceeds of \$1,130,000 through the sale 7,533,333 common shares at a price of \$0.15 per share. Additional share issue costs of \$12,410 were recognized in conjunction with this tranche.

On November 6, 2014, the Corporation announced that the Greenland Mineral License and Safety Agency granted an enlargement to the Company's 100% owned license 2014/11. The land holdings over the main gold prospect, Storø, were extended to include the north side of the Aappalaartoq Mountain and increased from 14.5 to 31.5 km2 while the overall license which also includes the Qussuk prospect, increased from 49 to 66 km2.

The success of the Storø Gold Project cannot be assured. The Corporation has no current sources of revenue other than interest earned on cash and short-term money market instruments all of which were derived from issuances of share capital. An investment in the securities of the Corporation is highly speculative and involves numerous and significant risks and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors described in the section entitled "Risks and Uncertainties" below.

The Corporation also retains its interest from its activities prior to the new business model described more fully under "Change of Business". Under its February 8, 2008 agreement with The Hospital for Sick Children ("HSC") the Corporation is entitled to 10% of net proceeds from commercialization agreements pertaining to intellectual property derived from the experimental work it funded on brain tumour animal models using a number of HSC's best previously identified drugs in order to bring them to clinical trial for human brain tumour patients. The Corporation has no further obligations with respect to the HSC agreement but is passively following progress of the Project.

# **CHANGE OF BUSINESS**

From its formation through the end of the financial year ended March 31, 2014, the Corporation was engaged in a brain tumour and stem cell biomedical research project. On May 20, 2014, the Corporation announced that it had entered into an agreement with Ruben Shiffman, Jesper Kofoed, Sygnus Corp., and CMI dated May 20, 2014 (the "CMI Acquisition Agreement") to acquire all of the outstanding shares of CMI in exchange for the issuance of 16,650,000 common shares (the "CMI Transaction"). Upon completion of the CMI Transaction on June 9, 2014, the Corporation's name was changed from Primera Bioscience Research Inc. to Greenland Resources Inc., and CMI's management team assumed management of the Corporation.

The CMI Transaction constituted a change of business, resulting in the Corporation becoming a mineral exploration company. The Corporation changed its name from Primera Bioscience Research Inc. to Greenland Resources Inc. to reflect this change.

#### THE STORØ GOLD PROJECT

The Storø exploration license is held by Copenhagen Minerals Inc., a wholly owned subsidiary of Greenland Resources Inc. and comprises a total area of 66 km2. Since 1995, a total of 86 drill holes totaling 15,375 meters have been drilled by previous owners. The Storø Gold Project is located nearby the publicly traded companies Hudson Resources, London Mining, True North Gems and North American Nickel.

(The following description is based on the Corporation's National Instrument 43-101 Technical Report titled "A 43-101 Technical Report on the Storø Gold Project, Greenland", dated July 30, 2014, prepared by Mr. Johan Bradley, FGS, CGeol, EurGeol, Principal Geologist at SRK Consulting (Sweden) AB (the "July 30 Technical Report") which is filed at <u>www.sedar.com</u>. Mr. Bradley is an independent Qualified Person under National Instrument 43-101.)

The gold prospects in the Nuuk Fjord area are located in strongly deformed and metamorphosed rocks of Archean age. The area is an extension of the North American Craton and is suggested to correlate with the Nain Region in Labrador, Canada. At the Storø Gold Project there are two levels of mineralization, the Main Zone and the BD Zone. Both zones are situated within the Qingaaq Mountain and are up to 12m thick with 10-50m wide low grade alteration halos. The main focus of Greenland Resources' exploration is the Qingaaq Mountain area in the southwest of the license. The Main Zone occurs in an antiformal fold in the upper amphibolite unit and consists of auriferous quartz veins in garnet and biotite alteration zones up to 50m thick. Surface rock grab samples have returned up to 82.3 g/t Au (Sample RGC106916) in this area with common visible gold in both surface and drill core samples. The Main Zone has been traced to 150 m below the surface in drill holes and gold grades in drill samples range up to 52g/t Au over 2m (DDH05-05 47m-49m). The BD Zone occurs lower, on the contact between biotite- sillimanitegarnet gneiss and the upper amphibolites and gold occurs mainly in quartz-veined, arsenopyrite-bearing zones along the contact and in both rock types up to 20m away from the contact. Gold grades in drill core samples range up to 15 g/t Au over 10m (DDH 10-54 39m-49m). The BD zone has been followed along strike for 700-800 m with channel samples that returned up to 22g/t Au over a true width of 1.8m (Sample RCH213061). The mineralization has been traced to nearby Aappalaartoq Mountain situated 4 km to the NE from Qingaaq Mountain. On Aappalaartoq surface samples return up to 25.6 g/t Au (RGB212942) in situ and 46.4 g/t in scree (SCS111358).

Selected intercepts of the auriferous zones below Qingaaq Mountain comprise but are not limited to: 20m of 6.3g/t Au (DH95-03); 12m of 4.2g/t Au (DH05-01); 23.9m of 6.4g/t Au (DH05-05); 12.1m of 5.6g/t Au (DH06-32); 28.8M of 6.74g/t Au (DH10-54). True width is likely to be less than the apparent intercept depending on the orientation of the mineralized structures. Au grade = weighted average (total length\*total grade/total length).

Mr. Jim Steel, MBA, P.Geo., an independent consultant and a Qualified Person under National Instrument 43-101, has approved the technical information in this MD&A.

# TRENDS

The Corporation is a Canadian precious metal exploration company, focused on exploring its current property interests. The Corporation's future financial success will be dependent on management's successful development of the Storø Gold Project into a producing gold mine. The development of the Storø Gold Project may take years to complete, and the resulting income, if any, is difficult to determine with certainty. To date, the Corporation has not produced any revenues.

There are significant uncertainties regarding the prices of precious metals and the availability of equity financing for the purposes of exploration and development. The future performance of the Corporation is largely tied to the outcome of its drilling and exploration activities, the development of its property interests and other prospective business opportunities, and the overall financial markets. Financial markets are likely to be volatile, reflecting ongoing concerns about the stability of the global economy and global growth prospects. Uncertainty in the financial markets has also led to increased difficulties in raising funds for junior exploration companies. Companies worldwide have been affected particularly negatively by these trends. As a result, the Corporation may have difficulties raising equity financing for the purposes of precious metal exploration and development, particularly without excessively diluting the interests of existing shareholders. These trends may limit the ability of the Corporation to discover and develop its current mineral exploration properties and any other property interests that may be acquired in the future. See "Risks and Uncertainties" and "Cautionary Note Regarding Forward-Looking Information".

#### **OVERALL PERFORMANCE**

The Corporation's exploration activities are at an early stage, and it has not yet been determined whether its properties contain recoverable ore. As a result, the Corporation has no current sources of revenue other than interest earned on cash and equivalents, all of which were derived from issuances of share capital. There are no known deposits of minerals the Corporation's mineral exploration property, and any activities of the Corporation thereon will constitute exploratory searches for minerals.

The Corporation's activities to date at the Storø Gold Project have consisted of commencing the work recommended in the July 30 Technical Report, including the QA/QC work on historical drill core and a two-phased diamond core drilling programme designed, among other purposes, to demonstrate the extent of the continuation of the Main Zone mineralization to the northeast, and provide infill drill holes between historical drill holes on the Qingaaq Mountain.

In addition to the drill program, the July 30 Technical Report recommended undertaking quality assurance / quality control ("QA/QC") work on the historical drill data to ensure it can be used in future resource studies. The work involves photographing and re-logging around 12 kilometers of the stored, pre-2010 drill core and re-sampling and re-assaying representative sections of it to be assured of the reliability of the old assay information. The main effort for this QA/QC program began in December of 2014.

The exploration expenses incurred in this latest quarter are for the QA/QC contractor, negotiating the drilling contract and more detailed planning of the drilling program, deposit studies and 3D modeling of mineralization distribution.

The following table sets out the exploration expenditures by major cost category incurred during the nine-month period ended December 31, 2014, and during the period from November 20, 2013 (Inception) to March 31, 2014, the financial year ended March 31, 2014, for the Storø Gold Project:

	April 1, 2014 to December 31, 2014 \$	November 20, 2014 to March 31, 2014 \$
Consulting, geological	28,678	-
Consulting, deposit studies	18,046	-
Tenure	1,037	8,060
Travel	7,709	-
Aircraft charter	1,318	-
Communications	199	-
Shipping, postage and courier	51	-
QA/QC contractor	58,988	
Assaying	3,850	-
Publications, maps, data	3,330	-
Supplies and services – field	497	-
Total	123,703	8,060

In addition to the foregoing exploration expenses, a deposit of \$100,000 was paid in December 2014 to a diamond drilling contractor on signing of a contract for work to commence in March 2015 for Phase I drilling at the Storø Project.

# SELECTED ANNUAL FINANCIAL INFORMATION

For accounting purposes, the CMI Transaction constituted a reverse acquisition, pursuant to which CMI was determined to be the accounting acquirer. Accordingly, this MD&A is presented as a continuation of CMI, and the comparative figures presented in this MD&A are those of CMI. As CMI was incorporated on November 20, 2013, comparative figures for the three and nine month periods ended December 31, 2013 are not available.

The following is selected financial data derived from the Statement of Loss and Comprehensive Loss in the audited annual financial statements of CMI for the period from November 20, 2013 (Inception) to March 31, 2014, the Corporation's prior year.

	November 20, 2013 to March 31, 2014 (\$)
Revenues	
Interest income	842
Operating expenses	(23,978)
Profit (Loss) from operations	(23,136)
Net and Comprehensive Profit (Loss)	(23,136)
Loss per share – basic and diluted	-

The following is selected financial data derived from the Statement of Financial Position in the audited annual financial statements of CMI for the period from November 20, 2013 (Inception) to March 31, 2014.

	As at March 31, 2014 (\$)
Total assets	200,220
Total non-current financial liabilities	-
Distributions or cash dividends	-

The net loss for the year ended March 31, 2014, consisted primarily of costs associated with establishing CMI and acquiring its exploration licence in Greenland.

As the Corporation has no recurring revenue, its ability to fund its operations is dependent on securing financing. See "Trends" and "Risks and Uncertainties".

# DISCUSSION OF OPERATIONS

The Corporation's total operating expenses were \$130,096 for the three months ended December 31, 2014. During this period the second tranche of the private placement financing closed, the exploration licence was expanded, the OA/OC resampling program commenced, the Storø drill program planning advanced, a drill contract was negotiated and signed and work continued on the three dimensional modelling of the terrain and mineralization. This was in addition to the general and administrative activities including the operation and financing of the Corporation and its subsidiary. Total operating expenses were \$900,414 for the nine months ended December 31, 2014 of which \$567,734 was for reverse takeover costs and the rest of this total being initially for the general operating and administrative expenses associated with the CMI Transaction and later for the exploration expenses regarding the Storø Gold Project, offset by interest income.

The valuation of the CMI Transaction took into account previous public transactions in the Storø Gold Project, comparables in the public market as well as a technical valuation report done by an independent Qualified Person under National Instrument 43-101 on behalf of SRK Consulting (Sweden) AB.

During the month of October, 2014 the Company made a reconnaissance site visit to Storø to outline appropriate locations for drill setups in winter conditions. In addition, the company prepared an in-house 3D model of the known mineralization and a financial model to assess the cost of a small scale open pit mine as a preliminary step towards a PEA. In November, 2014 the Company commissioned the Canadian company RPA Inc, one of the leading mining consulting groups worldwide, to provide assistance in the drilling program, and prepare a Mineral Resource estimate in the context of a Preliminary Economic Assessment.

During the month of December, 2014 and consistent with the recommendations of the Company's NI 43-101 dated July 30, 2014, Greenland Resources resampled 215 samples constituting 5.5% of the already sampled intervals of 10,758 metres of historical core. These samples along with inserted Certified Reference Materials (standards), field blanks and field duplicates were shipped for chemical analysis to ALS Scandinavia in Sweden, results are expected by mid-February, 2015. In addition to the resampling, 1,096 photos were taken of the historical core.

The Company considered several different scenarios based on quotes from contractors in Canada and Europe in order to diligently reduce the overall cost of the drilling program. Based on weather conditions, cost and time optimization, Phase I drilling is slated to commence early March, 2015 and will test the down-plunge extension of the Storø Main Zone gold mineralization.

The 3D modelling performed by the Company on results from the extensive historical drilling, has defined a roughly northeast trending mineralized structure measuring approximately 50 metres by 450 metres situated within the hinge zone of an anticlinal fold below the northeast dipping slopes of the Qingaaq Mountain. A set of 40m stepouts with a minimum of 3 intersects in each step-out drilled in a plane perpendicular to the orientation of the mineralized zone will be drilled in Phase I. The Company has contracted with Cartwright Drilling Inc. of Goose Bay, Canada for the diamond drilling on Storø and has sourced the logistical counterparts for the execution of the winter program. Greenland Resources will continue using ALS Scandinavia in Sweden to analyze the samples resulting from the drill program. It is expected that Phase II drilling will target infill of the main zone and will commence in the Q2- 2015.

# SUMMARY OF QUARTERLY RESULTS

The following table sets out selected quarterly results of the Corporation for the three most recently completed financial quarters. No quarterly financial statements are available for CMI for the period from November 20, 2013 (Inception) to March 31, 2014, during which CMI was a private issuer. The information presented here is derived from the relevant financial statements of the Corporation for the listed quarter.

Calendar Year	2014	2014	2014	2014
Quarter Ended	December 31 (Q3-2015)	Sept 30 (Q2-2015)	June 30 (Q1-2015)	March 31 (Q4-2014
Revenue	nil	nil	nil	nil
Working Capital (Deficiency)	2,168,371	1,180,879	326,090	(23,136)
Expenses	(128,403)	(140,044)	(629,487)	(23,978)
Interest income	1,693	-	787	
Operating profit (loss)	(130,098)	(140,044)	(630,274)	(23,136)
Net Loss (per share, basic and diluted)	(0.004)	(0.01)	(0.06)	

## LIQUIDITY AND CAPITAL RESOURCES

The activities of the Corporation are financed through the completion of equity transactions such as equity offerings and the exercise of warrants. There is no assurance that equity capital will be available to the Corporation in the amounts or at the times desired or on terms that are acceptable to the Corporation, if at all. See "Risks and Uncertainties".

Cash used in operating activities was \$389,247 for the nine months ended December 31, 2014. The most significant item not affecting cash was the cost of the CMI Transaction of \$567,734. Cash of \$116,334 was generated by the reverse acquisition. Cash of \$2,194,067 was generated in financing activities outlined earlier which included the net proceeds after closing the two tranches of a private placement equity financing.

The Corporation's cash and cash equivalents totaled \$2,116,624 at December 31, 2014 compared to \$1,230,691 at September 30, 2014, and \$200,220 at March 31, 2014 the previous year end. Working capital was \$2,168,371 at December 31, 2014 (after closing the second tranche of financing) compared to \$1,180,879 at September 30, 2014 (after closing the first tranche of financing), which in turn was an improvement over the working capital deficit of \$23,136 at March 31, 2014.

Current liabilities of the Corporation remained relatively steady at \$86,521 at December 31, 2014 compared to \$72,187 at September 30, 2014. Current liabilities of \$223,356 at March 31, 2014 were reduced in the first quarter by the settlement of \$200,000 in debts due to shareholders through the issuance of 200,000 shares of CMI at a deemed value of \$1.00 per share on May 9, 2014. The current liabilities at December 31 are consistent with the Corporation's level of activity.

The Corporation has no debt and no credit or interest rate risk. Amounts payable and other liabilities are short-term and non-interest-bearing. The Corporation's liquidity risk with financial instruments is minimal as excess funds are held as cash and money market funds with a Canadian bank.

The Corporation's use of cash at present occurs, and in the future will occur, principally in two areas, namely, funding of its general and administrative expenditures for its corporate activities and funding of its exploration activities. For fiscal 2015, the Corporation's base-level operating expenses are initially estimated to be on the order of \$12,000 per month for recurring operating costs. Implementation of the recommendations in the July 30 Technical Report will cause the exploration expenses to increase. The Corporation presently plans to incur approximately \$1,700,000 of exploration in two-phases of diamond drilling during calendar 2015 on the Storø Gold Project. See "Cautionary Note Regarding Forward-Looking Information".

The Corporation presently has no commitments for capital expenditures and has no debt financing. The Company intends to fund future mineral exploration commitments through equity financing, and any other financing arrangements that may become available. See "Risks and Uncertainties" and "Cautionary Note Regarding Forward-Looking Information".

# **OFF-BALANCE SHEET ARRANGEMENTS**

The Corporation does not have any off-balance sheet arrangements.

## TRANSACTIONS WITH RELATED PARTIES

Related parties include the Board of Directors, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions. In accordance with IAS 24, key management personnel are those having authority and responsibility for planning, directing and controlling the activities of the Corporation, directly or indirectly, including any directors (executive and non-executive) of the Corporation. The remuneration of key management and directors of the Corporation, either directly or through entities controlled by them, (net of applicable taxes) in the form of consulting fees totaled \$78,504 during the nine months ending December 31, 2014, including \$36,000 for the quarter ending December 31, 2014. Specifically, fees were incurred for Ruben Shiffman (Executive Chairman) in the amount of \$36,504 over the nine months including \$15,000 over the final quarter, for Jesper Kofoed (CEO) in the amount of \$30,000 over the nine months including \$6,000 for the quarter.

At December 31, 2014, \$10,733 is included in "Accounts payable and Accrued liabilities" owing to two officers of the Corporation (Shiffman and Waddington) (March 31, 2014 - \$nil) for fees, taxes and/or reimbursable expenses. This amount is unsecured, non-interest-bearing and due on demand. Also at December 31, two officers of the Corporation (Shiffman and Kofoed) have expense advances outstanding amounting to \$8,084 in total related to their ongoing operational activities for the Corporation.

The foregoing Related Party transactions were conducted in the normal course of business and were accounted for at the exchange amount which is the amount agreed between the parties.

# PROPOSED TRANSACTIONS

The Corporation is continually analyzing potential transactions although there are no proposed acquisitions or dispositions being contemplated by the Company as at the date of this MD&A.

# CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the related reported amounts of revenue and expense during the reporting period. Such estimates and assumptions affect valuation of investments, warrants, accrued interest, research and development investment incentive tax credits recoverable, and income tax accounts. Actual results could differ from those estimates. Management of the Corporation believes that the estimates are reasonable.

#### CHANGES IN ACCOUNTING POLICIES AND RECENT ACCOUNTING PRONOUNCEMENTS

#### **Changes in Accounting Policies**

During the quarter ended June 30, 2014, the Corporation adopted new accounting policies appropriate to its operation as a mineral exploration company following the CMI Transaction and consequent change of business. These policies, described below, are not expected to have any significant effect on the Corporation's financial position, changes in financial position, or financial performance.

#### Exploration and evaluation expenditures

The Corporation expenses exploration and evaluation expenditures as incurred. Exploration and evaluation expenditures include acquisition costs of exploration and evaluation properties, property option payments and exploration and evaluation activity.

Once a project has been established as commercially viable and technically feasible, related development expenditures are capitalized. This includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production, with the exception of development costs that give rise to a future benefit.

#### Decommissioning, restoration and similar liabilities

A legal or constructive obligation to incur restoration, rehabilitation and environmental costs may arise when environmental disturbance is caused by the exploration, development or ongoing production of an exploration property interest. Such costs, discounted to their net present value, are provided for at the start of each project as soon as the obligation to incur such costs arises. The timing of the actual expenditure is dependent on a number of factors such as the life and nature of the asset, the operating license conditions and, when applicable, the environment in which the mine operates. Discount rates using a pretax rate that reflect the time value of money are used to calculate the net present value. The liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation. Changes in estimates of decommissioning costs are accounted for in the period the change is identified.

The Corporation had no material restoration, rehabilitation and environmental obligations as at December 31, 2014 and March 31, 2014.

#### Financial instrument presentation

IAS 32, Financial Instruments: Presentation ("IAS 32"), was amended by the IASB in December 2011 to clarify certain aspects of the requirements on offsetting. The amendments focus on the criterion that an entity currently has a legally enforceable right to set off the recognized amounts and the criterion that an entity intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. The Corporation adopted the amendments to IAS 32 in its consolidated financial statements for the annual period beginning April 1, 2014. There is no impact of IAS 32 on the Corporation's unaudited condensed interim consolidated financial statements.

#### **Future Accounting Changes**

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after January 1, 2015 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IFRS 8 – Operating Segments ("IFRS 8") was amended to require an entity to disclose the judgments made by management in aggregating segments. IFRS 8 was also amended to clarify that an entity needs to present a reconciliation between the total reporting segment's assets to the entities' total assets if this information is usually provided to the chief operating decision maker. The amendments are effective for annual periods beginning on or after July 1, 2014.

IFRS 9, *Financial Instruments* ("IFRS 9"), was issued in November 2009 with additions in October 2010 and May 2013 and will replace IAS 39 – Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost of fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted.

IFRS 10 – Consolidated Financial Statements ("IFRS 10") and IAS 28 – Investments in Associates and Joint Ventures ("IAS 28") were amended in September 2014 to address a conflict between the requirements of IAS 28 and IFRS 10 and clarify that in a transaction involving an associate or joint venture, the extent of gain or loss recognition depends on whether the assets sold or contributed constitute a business. The amendments are effective for annual periods beginning on or after January 1, 2016. Earlier adoption permitted.

IAS 1 – Presentation of Financial Statements ("IAS 1") was amended in December 2014 in order to clarify, among other things, that information should not be obscured by aggregating or by providing immaterial information, that materiality consideration apply to all parts of the financial statements and that even when a standard requires a specific disclosure, materiality considerations do apply. The amendments are effective for annual periods beginning on or after January 1, 2016. Earlier adoption permitted.

IAS 24 – Related Party Disclosures ("IAS 24") was amended to clarify that an entity providing key management services to the reporting entity or the parent of the reporting entity is a related party of the reporting entity. The amendments also require an entity to disclose amounts incurred for key management personnel services provided by a separate management entity. The amendments to IAS 24 are effective for annual periods beginning on or after July 1, 2014.

### SHARE CAPITAL

As of the date of this MD&A, the Corporation had 35,225,000 common shares issued and outstanding. Warrants to purchase common shares of the Corporation that are issued and outstanding as at the date of this MD&A are as follows:

	Warrants	<b>Exercise</b> Price	Expiry Date
_	250,000	\$0.10	24 months following the date of listing of the Corporation's common shares on a recognized stock exchange

#### FINANCIAL INSTRUMENTS

The nature and extent of the Corporation's use of financial instruments and risk exposures that might impact its financial instruments are summarized below. There have been no changes in the risks, objectives, policies and procedures from the previous period.

#### **Financial Risk**

#### Liquidity Risk

The Corporation's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2014, the Corporation had a cash and cash equivalents balance of \$2,116,624 (March 31, 2014 - \$200,220) to settle current liabilities of \$86,521 (March 31, 2014 - \$223,356). All of the Corporation's accounts payable and accrued liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

#### Interest Rate Risk

The Corporation has cash balances and no interest-bearing debt. The Corporation's current policy is to invest excess cash in investment-grade short-term deposit certificates or or money market funds issued by its banking institutions. The Corporation periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

# Credit Risk

The Corporation's credit risk is primarily attributable to sundry receivables. The Corporation has no significant concentration of credit risk arising from operations. Included in sundry receivables is sales tax due from the Federal Government of Canada. Management believes that the credit risk concentration with respect to these financial instruments included in sundry receivables is remote.

## Foreign Exchange Risk

The Corporation's functional and reporting currency is the Canadian dollar and purchases of goods and services have generally been transacted in Canadian dollars. As operations in Greenland get under way, the Corporation will fund certain operations, exploration and administrative expenses on a cash basis in Danish Krone (DKK) or US Dollars (USD) converted from its Canadian dollar bank accounts held in Canada. Management believes the foreign exchange risk derived from currency conversions is for the foreseeable future negligible and therefore does not hedge its foreign exchange risk. As at December 30, 2014, the Corporation's cash balances were all held in Canadian dollars (CAD).

# **Sensitivity Analysis**

The Corporation's functional and reporting currency is the Canadian dollar and is not affected by fluctuations in foreign exchange rates. Sensitivity to a plus or minus 1% change in interest rates, based on the balance of Cash and cash equivalents at December 31, 2014 would result in a change in interest income of approximately \$21,000 (March 31, 2014 - \$2,002) during a twelve-month period.

#### **Fair Value**

The carrying values of the Corporation's current financial instruments comprising cash and cash equivalents, accounts payable and accrued liabilities, and due to shareholders approximate their fair values due to their short-term nature.

## ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS

The following table sets out material components of the general and administrative expenses for the most recently completed financial quarter and ties them back to the Statement of Net Loss and Comprehensive Loss in the related financial statements. No quarterly financial statements are available for CMI for the period from November 20, 2013 (Inception) to March 31, 2014, during which CMI was a private issuer. The information contained herein is derived from the relevant financial statements of the Corporation for the quarter ended December 31, 2014:

#### Expenses

General and administration expenses (other)	\$ 3,913
Professional fees (accounting and legal)	1,302
Consulting fees	36,000
Rent	8,000
Advertising and promotion	2,275
Travel	6,566
Transfer agent fees	1,910
Total General and Administrative expenses for the period	59,966
Exploration expenses (See "Overall Performance") Interest income	71,825 (1,693)
let loss and comprehensive loss for the period	\$ 130,098

The nature and amount of the general and administrative expenses of the Corporation for the quarter, as disclosed in the "Unaudited condensed interim consolidated statement of loss and comprehensive loss" and related notes in the financial statements reflect the startup nature of the Corporation's activities.

# **RISKS AND UNCERTAINTIES**

Securities of the Corporation should be considered to be speculative due to the nature of the mineral exploration business in which the Corporation is engaged. Some of the risks associated with an investment in the securities of the Corporation are described below.

# Lack of Reserves

None of the mining claims in which the Corporation has an interest contains a known body of commercial ore and any exploration programs thereon are exploratory searches for ore. The Corporation has a single project, being the Storø Gold Project. The Storø Gold Project has no resources or reserves. If exploration programs on the Storø Gold Project are unsuccessful, the Corporation will have no undertaking and no basis to continue in the mineral exploration sector.

## Exploration, Development and Operating Risks

Exploration and Mining operations generally involve a high degree of risk. Although adequate precautions to minimize risk will be taken, the Corporation's operations will be subject to all the hazards and risks normally encountered in the exploration, development and production of precious and base metals. Uncertainties in exploration operations and expenses can arise from working in remote and physically difficult environments where weather, topography and seasonal factors can be unpredictable and infrastructure taken for granted elsewhere has not yet been installed. Risks and uncertainties in the mining phase include unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Milling operations related to mining are also subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas that may result in environmental pollution and consequent liability.

The exploration for and development of mineral deposits involves significant risks that even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration or development programs planned by the Corporation will result in a profitable commercial mining operation. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Corporation not receiving an adequate return on invested capital.

There is no certainty that the expenditures made by the Corporation towards the search for and evaluation of mineral deposits will result in discoveries of commercial quantities of ore.

## Insurance and Uninsured Risks

The Corporation's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to the Corporation's properties or the properties of others, delays in mining, monetary losses and possible legal liability.

Although the Corporation maintains insurance through its subcontractors to protect against certain risks in such amounts as it considers reasonable, its insurance will not cover all the potential risks associated with a mining

company's operations. The Corporation may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Corporation or to other companies in the mining industry on acceptable terms. The Corporation might also become subject to liability for pollution or other hazards which may not be insured against or which the Corporation may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Corporation to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

## Environmental Risks and Hazards

All phases of the Corporation's operations are subject to environmental regulation in the various jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Corporation's operations. Environmental hazards may exist on the properties on which the Corporation holds interests which are unknown to the Corporation at present and which have been caused by previous or existing owners or operators of the properties.

Government approvals, approval of aboriginal people and permits are currently, and may in the future be required in connection with the Corporation's operations. To the extent such approvals are required and not obtained, the Corporation may be curtailed or prohibited from continuing its mining operations or from proceeding with planned exploration or development of mineral properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining and exploration companies, or more stringent implementation thereof, could have a material adverse impact on the Corporation and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

#### Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Corporation's operations, financial condition and results of operations.

#### Land Title

Although the title to the licence covering the properties in which the Corporation holds an interest were reviewed by or on behalf of the Corporation, no total assurances can be given that there are no title defects affecting such properties. Title insurance generally is not available, and the Corporation's ability to ensure that it has obtained secure claim to individual mineral properties may be severely constrained

#### **Competition**

The mining industry is competitive in all of its phases. The Corporation faces strong competition from other mining companies in connection with the acquisition of properties producing, or capable of producing, precious and base metals. Many of these companies have greater financial resources, operational experience and technical capabilities

than the Corporation. As a result of this competition, the Corporation may be unable to acquire attractive mining properties on terms it considers acceptable or at all. Consequently, the Corporation's revenues, operations and financial condition could be materially adversely affected.

### Additional Capital

The exploration and development of the Corporation's properties will require substantial additional financing. Failure to obtain sufficient financing may result in delaying or indefinite postponement of exploration, development or production on any or all of the Corporation's properties or even a loss of property interest. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Corporation.

## **Commodity Prices**

The price of the common shares, the Corporation's financial results and exploration, development and mining activities may in the future be significantly adversely affected by declines in the price of precious and base metals. Precious and base metal mineral prices fluctuate widely and are affected by numerous factors beyond the Corporation's control such as the sale or purchase of such commodities by various central banks and financial institutions, interest rates, exchange rates, inflation or deflation, fluctuation in the value of the United States dollar and foreign currencies, global and regional supply and demand, and the political and economic conditions of major precious and base metal mineral-producing countries throughout the world. The prices of precious and base metals have fluctuated widely in recent years, and future serious price declines could cause continued development of and commercial production from the Corporation's properties to be impracticable. Depending on the price of precious and base metals, cash flow from mining operations may not be sufficient and the Corporation could be forced to discontinue production and may lose its interest in, or may be forced to sell, some of its properties. Future production from the Corporation's mining properties is dependent on precious and base metal mineral prices that are adequate to make these properties economic.

In addition to adversely affecting the Corporation's reserve estimates and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

## Exchange Rate Fluctuations

Exchange rate fluctuations may affect the costs that the Corporation incurs in its operations. Precious and base metal minerals are generally sold in US dollars and the Corporation's costs will be incurred principally in Canadian and US dollars and Danish Krone (DKK). The appreciation of non-US dollar currencies against the US dollar can increase the cost of precious and base metal mineral exploration and production in US dollar terms.

## Government Regulation

The mining, processing, development and mineral exploration activities of the Corporation are subject to various laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters. Although the Corporation's exploration and development activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of mining and milling or more stringent implementation thereof could have a substantial adverse impact on the Corporation.

#### Financial Instrument Risks

The Corporation does not have any policies for controlling risks associated with its financial instruments other than cash equivalents as such balances are expected to be immaterial. The Corporation may invest excess cash balances from time to time, and such cash equivalents and short term investments shall consist of guaranteed investment

certificates or money market funds which have been invested with reputable financial institutions, from which management believes the risk of loss to be remote.

# Key Executives

The Corporation is dependent on the services of key executives, including the directors of the Corporation and a small number of highly skilled and experienced executives and personnel. Due to the relatively small size of the Corporation, the loss of these persons or the Corporation's inability to attract and retain additional highly skilled employees may adversely affect its business and future operations.

# Conflicts of Interest

Certain of the directors and officers of the Corporation also serve as directors and/or officers of other companies involved in natural resource exploration and development and consequently there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers involving the Corporation should be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of the Corporation and its shareholders. In addition, each of the directors is required to declare and refrain from voting on any matter in which such directors may have a conflict of interest in accordance with the procedures set forth in the *Business Corporations Act* (Ontario) and other applicable laws.

# SUBSEQUENT EVENTS

Subsequently to the end of the quarter the contracted diamond drill rig was mobilized from Halifax, Nova Scotia to Nuuk, Greenland in preparation for a March start of the first phase of the planned diamond drilling program.

# MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the financial statements.

Management maintains a system of internal controls to provide reasonable assurance that the Corporation's assets are safeguarded and to facilitate the preparation of relevant and timely information.

# CORPORATE INFORMATION (1)

Reporting Issuer:	Province of Ontario
Authorized Capital:	Unlimited number of common shares
Shares Outstanding:	35,225,000 common shares
Shares Subject to Issuance:	250,000 common shares
Head Office:	Suite 507 80 Richmond Street West Toronto, Ontario M5H 2A4
Transfer Agent:	Capital Transfer Agency Inc. Suite 1101 105 Adelaide Street West Toronto, Ontario M5H 1P9
Auditor:	McGovern, Hurley, Cunningham, LLP Suite 300 2005 Sheppard Avenue East Toronto, Ontario M2J 5B4
Officers/Directors:	Dr. Ruben Shiffman, B.B.A./M.B.A., Ph.D., Chairman and Director
	Jesper Kofoed, B.A., M.Sc., President, Chief Executive Officer, and Director
	Leonard Asper, B.A., LL.B., Director
	Dennis H. Waddington, B.Sc., M.Sc., M.B.A., P.Geo., Chief Financial Officer

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<sup>&</sup>lt;sup>1</sup> As at the date of the MD&A, being February 26, 2015.